

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

RECORDATION NO. 26408 FILED

JUN 22 '06

1-56 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

June 22, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of June 12, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc of America Leasing & Capital, LLC
One Financial Plaza
Providence, RI 02901

Lessee: Cemex, Inc.
840 Gessner, Ste. 1400
Houston, TX 77024

Mr. Vernon A. Williams
June 22, 2006
Page 2

A description of the railroad equipment covered by the enclosed document
is:

1 trackmobile: Serial Number 5TM51482.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Edward M. Luria".

Edward M. Luria

EML/sem
Enclosures

Bank of America



One Financial Plaza
Providence, Rhode Island 02903-2305

RECORDATION NO. 26408 FILED

JUN 22 '06

1-56 PM

SURFACE TRANSPORTATION BOARD

FILED AND RECORDED WITH THE SURFACE TRANSPORTATION BOARD

On: _____

At: _____

And given Recordation No.: _____

MEMORANDUM OF LEASE AGREEMENT dated as of June 12, 2006 by and between Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("Lessor") and Cemex, Inc., a Louisiana corporation ("Lessee"), as such agreement relates to Lease Schedule No. 07709-00400-133 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, One (1) Trackmobile Railcar Mover bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Exhibit A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: June 12, 2006

Lessor:
BANC OF AMERICA LEASING
& CAPITAL, LLC

By: Patricia Smith-Disu
Patricia Smith-Disu

Name: Vice President

Title: _____

Lessee:
CEMEX, INC.

By: [Signature]

Name: Everardo Villaverde

Title: Treasurer

STATE OF: Rhode Island

SS.

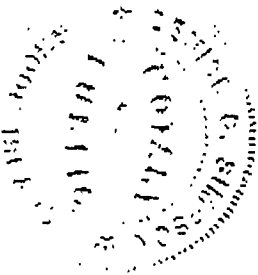
COUNTY OF: Providence

On June 21, 2006 before me, Denise C. Simpson, Notary
(Notary Name and Title)

personally appeared Patricia Smith-Disu personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Denise C. Simpson
(Notary Seal) exp 03/25/2010



STATE OF: Texas

58.

COUNTY OF: Harris

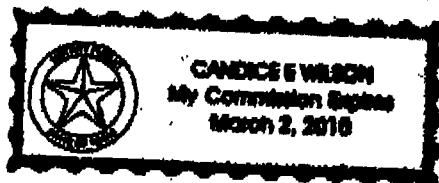
On June 21, 2006 before me, Candice Wilson / Administrative Assistant
(Notary Name and Title)

personally appeared Everardo Villarreal personally known to me (or
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to within the instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Candice E. Wilson

(Notary Seal)



Bank of America

EXHIBIT A EQUIPMENT DESCRIPTION

The following documents are attached to and made a part hereof: Lease Schedule No. 133, Memorandum of Lease, and UCC Financing Statement

with: Cemex, Inc.

Recovery Period: 7 YEARS


Qty	Model	Description	Vin/Serial #	(Including Soft Costs)
Vendor: Andress Engineering Associates, Inc.				
Equipment is initially located at 1801 Rome Highway, Rockmart, GA 30153				
1		New Trackmobile with Automatic Engine Shutdown, Strobe Light, Power Steering, and 15.3 Ton (Cummins) Freight	5TM51482	\$105,000.00 \$720.00

with all standard and accessory equipment

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: June 21, 2006



Edward M. Luria